

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

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Highfields Capital Ltd., Highfields	:	
Capital I LP, Highfields Capital II LP,	:	
	:	
Plaintiffs,	:	Case No. 04-10624 (MLW)
v.	:	
	:	
SCOR, S.A.,	:	
	:	
Defendant.	:	
-----X		

CERTIFICATE OF JAMES H. CARTER

Pursuant to Local Rule 83.5.3 of the United States District Court for the District of Massachusetts, I hereby certify the following:

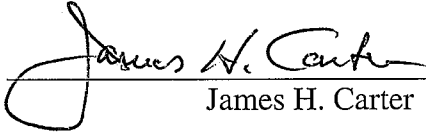
1. I am a member of the law firm of Sullivan & Cromwell LLP, 125 Broad Street, New York, New York 10004-2498.
2. I have been admitted to the Bar of the State of New York. I have been admitted to practice in New York and in the following federal courts: Supreme Court of the United States; U.S. Courts of Appeal for the Federal, First, Second, Third and Fifth Circuits; U.S. Court of International Trade; and U.S. District Courts for the District of Connecticut, the Western District of Michigan and the Eastern, Northern and Southern Districts of New York.
3. I am a member of the bar in good standing in every jurisdiction where I have been admitted to practice.

4. There are no disciplinary proceedings pending against me as a member of the bar in any jurisdiction.

5. I am familiar with the Local Rules in the United States District Court for the District of Massachusetts.

I state under the penalties of perjury that the foregoing is true and correct.

Dated: January 26, 2005


James H. Carter